

AMENDED AND RESTATED CLOSING STATEMENT**(February 21, 2020)**

SELLER: CONVERGEN ENERGY LLC
 BUYER: NIANTICVISTA ENERGY LLC
 TARGET: 100% MEMBERSHIP INTEREST OF CONVERGEN ENERGY WI, LLC
 PROPERTY: Fuel Pellet Company located at 600 Liberty St, Green Bay, WI 54304
 CLOSING DATE: January 31, 2020

Purchase Price per Acquisition Agreement \$5,450,000.00

Adjustment to Purchase Price

- *Reversal of Hard Deposit Discount* 300,000.00
- *Reversal of Due Diligence Reimbursement* 50,000.00

Revised Purchase Price **\$5,800,000.00**

Credits to Buyer**WC Adjustments - per Section 1.2(b)(vi)**

Initial WCA Closing Balance (\$300,942.39)
Modifications of WCA in Seller's Favor

- 50% of Latvia Receivable Balance (8/31/19) 175,401.16
- **Total WCA Modifications in Seller's Favor** **175,401.16**
- **Final Closing WCA in Buyer's Favor:** **(\$125,541.27)**

Cash Adjustments - per Section

- Reversal of WEDC Payable 19,873.00
- Reversal of WPS Payable 36,042.71
- Adjustment to Closing Receivables Amount 37,043.16
- **Total Cash Modifications in Seller's Favor** **\$92,958.87**

Additional Credits to Buyer

- BMO Indebtedness - per Section 1.2(b)(ii) (2,552,555.00)
- Equipment Financing Indebtedness per Section 1.2(b)(ii) (206,077.24)
- Capital expenditures – per Section 1.2(b)(iii) (377,850.31)
- Hard deposit (held by Seller) (1,000,000.00)
- Portion of Purchase Price paid to Seller at Closing (1,012,575.18)
- **Total Additional Credits to Buyer:** **(5,149,057.73)**

Total Credit to Buyer: **[\$5,274,598.96]**

BALANCE DUE TO SELLER: **\$618,359.91**

Additional Notes:

- Convergen Energy WI, LLC (“**Target**”) actually distributed Closing cash by to Seller in an amount equal to 24,599.60
- Seller paid to BMO loan modification closing costs in the amount of \$20,000.00
- This Amended and Restated Closing Statement amends, restates and replaces in its entirety any prior closing statement relating to this transaction previously signed by Buyer and Seller.

- Buyer and Seller hereby agree that the Closing Adjustments reflected in this document shall be deemed, without further action, to amend the Acquisition Agreement, dated as of January 29, 2020, as required, entered into among Seller, Buyer and Target (the “**Acquisition Agreement**”), to (i) conform to terms of this Amended and Restated Closing Statement and (ii) the Parties further agree to modify 12.5(b)(i) of the Acquisition Agreement to extend the timing of the transfer of the ConvergenEnergy.com domain name and the Libra Group’s use of the “Convergen Energy” name from six months to 12 months.
- L’Anse Warden Electric Company LLC (“**LWEC**”) and Target Buyer hereby agree that this Closing Adjustments shall be deemed, without further action, to amend the Operations and Management Services Agreement (the “**O&M Agreement**”), dated as of January 31, 2020, between Target and LWEC to add Brian Mikkelson as an additional consultant under the O&M Agreement.
- The Buyer and Seller agree that there will be no further adjustments or changes to this Amended and Restated Closing Statement after the date hereof, as both Parties have confirmed that this document is now complete and accurate in all regards.
- By signing this Amended and Restated Closing Statement each Party confirms and ratifies that the Closing was completed on the Closing Date.
- Other than as expressly modified pursuant to this Amended and Restated Closing Statement, all of the terms, conditions and other provisions of the Acquisition Agreement and The O&M Agreement are hereby ratified and confirmed and shall continue to be in full force and effect in accordance with their respective terms. No reference to this Amended and Restated Closing Statement need be made in any instrument or document making reference to the Acquisition Agreement or the O&M Agreement. Any reference to the Acquisition Agreement or the O&M Agreement, as applicable, in any such instrument or document shall be deemed a reference to the Acquisition Agreement or the O&M Agreement, as applicable, as amended hereby. In the event of any conflict or inconsistency between the provisions of the Acquisition Agreement or the O&M Agreement, as applicable, and the provisions of this Amended and Restated Closing Statement, the provisions of this Amended and Restated Closing Statement shall control.
- The parties hereto agree to take such further action as is reasonably necessary to implement the provisions set forth in this Amended and Restated Closing Statement.
- This Amended and Restated Closing Statement may be signed in any number of counterparts, all of which taken together shall constitute one and the same instrument. Any party hereto may enter into this Amendment by signing any such counterpart and a facsimile signature shall constitute an original for all purposes and each such counterpart shall be as valid and effectual as if executed as an original.
- No provision of this Amended and Restated Closing Statement may be amended or modified except by an instrument in writing executed by the each pf the Parties hereto.
- Any action or proceeding seeking to enforce any provision of, or based on any right arising out of, this Agreement may be brought against any of the parties in the courts of the State of New York, County of New York, or, if it has or can acquire jurisdiction, in the United States District Court for the Southern District of New York, and each of the parties consents to the jurisdiction of such courts (and of the appropriate appellate courts) in any such action or proceeding and waives any objection to venue laid therein.

(Signatures on Next Page)

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

Buyer

NIANTICVISTA ENERGY LLC
a Delaware limited liability company

By: _____
Name: Greg Merle
Title:

Seller

CONVERGEN ENERGY, LLC,
a Delaware limited liability company

By: _____
Name: Bert Diaz
Title: Secretary

CONVERGEN ENERGY WI, LLC
a Delaware limited liability company

By: _____
Name: Greg Merle
Title:

**L'ANSE WARDEN ELECTRIC
COMPANY, LLC,**
a Delaware limited liability company

By: _____
Name: Bert Diaz
Title: Secretary

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

Buyer

NIANTICVISTA ENERGY LLC
a Delaware limited liability company

By: 
Name: Greg Merle
Title: **CEO**

Seller

CONVERGEN ENERGY, LLC,
a Delaware limited liability company

By: _____
Name: Bert Diaz
Title: Secretary

CONVERGEN ENERGY WI, LLC
a Delaware limited liability company

By: 
Name: Greg Merle
Title: **President**

**L'ANSE WARDEN ELECTRIC
COMPANY, LLC,**
a Delaware limited liability company

By: _____
Name: Bert Diaz
Title: Secretary